

RECORDATION NO. 23261-H FILED

DEC 20 '01 1:17 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 20, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2000-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. F6, dated December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was filed with the Board under Recordation Number 23261.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Illinois 60525

Mr. Vernon A. Williams
December 20, 2001
Page Two

A description of the railroad equipment covered by the enclosed documents is:

13 SD70M Diesel Electric Locomotives UP 4509- UP 4521

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. F6, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2000-F

MEMORANDUM OF LEASE SUPPLEMENT NO. F6

Memorandum of Lease Supplement No. F6 made and entered into on December 21, 2001 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment dated December 22, 2000 (the "Lease Agreement"), as amended pursuant to that certain Amendment No.1 to Lease of Railroad Equipment dated as of June 27, 2001, for the term provided therein.
2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on December 20, 2000 under Recordation Number 23261 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. F6 dated December 21, 2001, whereby the terms and provisions of the above-described Lease Agreement, as amended are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By *CPaglia*
Name: Charlotte Paglia
Title: Senior Financial Services Officer

Executed on this 13th day of December
2001.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of December
2001.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____
Name:
Title:

Executed on this ____ day of December
2001.

EL-MO LEASING II CORPORATION

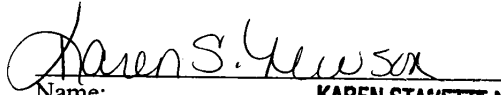
By 
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 13 day of December
2001.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the 13th day of December, 2001, before, a Notary Public in and for said County and State, personally appeared **Charlotte Paglia**, who being by me duly sworn, says that (s)he is the ~~Senior Financial Services Officer~~ **WILMINGTON TRUST COMPANY**, that said instrument was signed on December 13th, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **KAREN STACETTE NEWSON**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires ~~My Commission Expires~~ **June 28, 2005**
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the _____ day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on December ___, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of December, 2001, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December ___, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

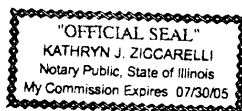
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

~~State~~ On this, the 13th day of December, 2001, before me, a Notary Public in and for ~~said~~ DePage County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on December 13, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli
Name: Kathryn J. Ziccarelli
Notary Public
My Commission Expires: 7/30/05
Residing in DePage County

[Wells Fargo]

Exhibit A

Units

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation	13	4509
(Electro-Motive Division) Model		4510
SD70M Diesel Electric Locomotives		4511
		4512
		4513
		4514
		4515
		4516
		4517
		4518
		4519
		4520
		4521